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Attorneys for the Official
Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
RANDALL'S ISLAND FAMILY	:
GOLF CENTERS, INC., <i>et al.</i>,	:
	:
Debtors.	:
	:
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Chapter 11 Case Nos.
00-41065 (SMB) through
00-41196 (SMB)
(Jointly Administered)

**SUMMARY COVER SHEET FOR
SECOND INTERIM APPLICATION OF BERLACK, ISRAELS & LIBERMAN LLP,
ATTORNEYS FOR THE STATUTORY COMMITTEE OF UNSECURED CREDITORS,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
FROM SEPTEMBER 1, 2000 THROUGH DECEMBER 31, 2000,
AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant:	Berlack, Israels & Liberman LLP
Role in Case:	Counsel for the Statutory Committee of Unsecured Creditors

Fees Previously Requested:	\$257,059.00
Fees Previously Awarded:	\$205,647.20

Expenses Previously Requested:	\$5,272.75
Expenses Previously Awarded:	\$5,272.75

Retainer Paid:	None
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Current Application

Fees Requested:	\$173,308.00
Expenses Requested:	\$6,482.59

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**SECOND INTERIM APPLICATION OF BERLACK, ISRAELS & LIBERMAN LLP,
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TO THE HONORABLE STUART M. BERNSTEIN
CHIEF UNITED STATES BANKRUPTCY JUDGE:

Berlack, Israels & Liberman LLP (“BI&L”), attorneys for the statutory committee of unsecured creditors (the “Committee”) appointed in the chapter 11 cases of Randall’s Island Family Golf Centers, Inc., et al., debtors and debtors in possession (collectively, the “Debtors”), submits this second application (the “Application”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for the allowance of interim compensation for professional services rendered from September 1, 2000 through December 31, 2000 (the “Compensation Period”), and for reimbursement of expenses incurred in connection with such services, and, in support thereof, respectfully represents:

Summary of Application

1. BI&L seeks allowance of interim compensation for professional services rendered to the Committee during the Compensation Period in the aggregate amount of \$173,308.00, and for reimbursement of expenses incurred and recorded in connection with the rendition of such services in the aggregate amount of \$6,482.59. During the Compensation Period, BI&L attorneys and paraprofessionals expended a total of 605.10 hours for which compensation is requested. A schedule setting forth the number of hours expended by each of the partners, associates, and paraprofessionals of BI&L who rendered services to the Committee, their respective hourly rates, and the year of bar admission for each BI&L attorney is attached hereto as Exhibit "A." A schedule setting forth a description of the project categories utilized in this case, the total number of hours expended by the attorneys and paraprofessionals of BI&L by project category, and the aggregate fees associated with each project category, is attached hereto as Exhibit "B." Detailed time records on a project category basis are attached hereto as Exhibit "C." A schedule specifying the categories of expenses for which BI&L is seeking reimbursement and the total amount for each such expense category is attached hereto as Exhibit "D." Detailed descriptions of the expenses for which BI&L is seeking reimbursement are attached hereto as Exhibit "E."

2. In preparing this Application BI&L has complied with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"), and the Court's Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing

Procedures for Monthly Compensation and Reimbursement of Estate Professionals dated June 21, 2000 (the “Administrative Order” and, collectively with the Local Guidelines, and the UST Guidelines, the “Guidelines”). A certification regarding compliance with the Guidelines is annexed hereto.

3. BI&L believes that all applicable time and disbursement charges for the Compensation Period have been included herein. However, to the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, BI&L reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

Jurisdiction and Venue

4. The Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.). Consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

5. On May 4, 2000, each of the Debtors filed their respective voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases are being jointly administered. No request has been made for the appointment of a trustee or an examiner. No plan of reorganization for the Debtors has been filed.

6. On May 12, 2000, the United States Trustee for the Southern District of New York (the “US Trustee”) appointed the Committee. On that same date, the Committee selected BI&L as its counsel. On May 31, 2000, the Court approved BI&L's retention as counsel to the Committee *nunc pro tunc* to May 12, 2000, under a general retainer, to render legal services to the Committee in these chapter 11 cases. As set forth more fully in the Committee's application to employ BI&L at the outset of these cases, BI&L has extensive experience in representing statutory committees in chapter 11 cases, as part of its prominent legal practice in financial restructurings and bankruptcy reorganizations.

7. This is BI&L's second application for allowance of interim compensation for services rendered and for reimbursement of expenses. BI&L has previously filed a first interim application dated September 20, 2000. Additionally, BI&L provided monthly fee statements to the Debtors, the UST Trustee, and Chase Manhattan Bank, as agent (the “DIP Agent”) for the Debtors’ postpetition lenders (the “DIP Lenders”) in accordance with the provisions of the Administrative Order.

Services Rendered by BI&L During the Compensation Period

8. As set forth more fully in the annexed time records, during the Compensation Period, BI&L on behalf of the Committee was extensively involved in the negotiations surrounding the Debtors’ management transition. This transition entailed the resignation of the Debtors’ chief executive officer, Mr. Dominic Chang, and chief operating officer, Mr. Krisnan Thampi, and the retention of Zolfo Cooper Management LLC to act as chief executive officer and provide other management services. BI&L on behalf of the Committee was also engaged in negotiations with the Debtors and the DIP Agent concerning the terms of a waiver of the default under the Debtors’ postpetition financing agreement in October, 2000, as well as in response to

liquidity problems that the Debtors faced in November and December of 2000. BI&L also devoted substantial time to three separate adversary proceedings commenced by certain secured creditors against the Committee, related to a determination of the disposition of the proceeds of the “Klak” sale by the Debtors of 34 non-core properties. BI&L also continued its analysis of the amount and validity of certain prepetition liens granted to the Debtors’ prepetition lenders, for purposes of potential avoidance actions.

9. In addition to the foregoing, as in any large and complicated chapter 11 case, numerous other issues have invariably arisen throughout the course of the Compensation Period. BI&L has monitored all pleadings and proceedings in the Debtors’ case and maintained consistent communications with both the Committee and the Debtors. As each issue arose, BI&L advised the Committee of its status and, when appropriate, communicated to the Debtors’ counsel the suggestions, criticisms, objections, and comments of the Committee.

10. Throughout the Compensation Period, BI&L maintained frequent contact with members of the Committee in order to ensure that they were aware of, and expressed their views and directions regarding, the matters discussed above and other pending matters affecting unsecured creditors. To minimize costs, BI&L typically communicates with the members of the Committee by telephone, email, or in detailed status memoranda. The frequent contact between BI&L and members of the Committee has been necessary to ensure not only a proper understanding of specific issues, but also to provide a broader perspective from which the Debtors’ bankruptcy cases can be viewed. BI&L submits that its efforts and direction have enabled the Committee to participate promptly, knowledgeably, and effectively in these chapter 11 cases. In addition to its communications with members of the Committee, BI&L has received numerous inquiries from other unsecured creditors and parties in interest regarding the status of the chapter 11 cases. BI&L

has provided information concerning the status of these chapter 11 cases as thoroughly as possible without disclosing any confidential information or discussing the merits of creditors' individual claims.

Statements of BI&L

11. No agreement or understanding prohibited by section 504 of the Bankruptcy Code exists between BI&L and any other person for a sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases, nor shall BI&L share or agree to share the compensation paid or allowed from the Debtors' estates for such services with any other person in contravention of section 504 of the Bankruptcy Code. No agreement or understanding prohibited by 18 U.S.C. § 155 has been made by BI&L.

12. Pursuant to Bankruptcy Rule 2016, BI&L states that no payments have heretofore been made or promised to BI&L for services rendered or to be rendered in any capacity in connection with these chapter 11 cases, except as authorized by the Court in its order dated May 31, 2000 approving the retention of BI&L.

13. A copy of this Application has been provided to Gerard F. Gainey, Co-Chairman of the Committee, and he has approved it.

Waiver of Memorandum of Law

14. Pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b), because there are no novel issues of law presented by this Application, BI&L respectfully requests that the Court waive the requirement that BI&L file a memorandum of law in support of this Application.

Notice

15. Copies of this Application have been provided to counsel for the Debtors, counsel for the DIP Agent, and the US Trustee. Pursuant to paragraph 4 of the Administrative Order, a notice of the hearing, when set by the Court, to consider this and other professionals' applications for interim compensation will be served on the US Trustee, counsel to the Debtors, counsel to the DIP Agent, and all parties who have filed a notice of appearance with the Clerk of the Court and requested such notice. BI&L submits that this is good and sufficient notice and no other or further notice is necessary.

WHEREFORE, BI&L respectfully requests (a) an interim allowance of compensation for professional services rendered as attorneys for the Committee in the amount of \$173,308.00 in fees for the period of September 1, 2000 through December 31, 2000, (b) reimbursement of actual and necessary disbursements incurred and recorded by BI&L in the amount of \$6,482.59, and (c) such other and further relief as is just.

Dated: New York, New York
January 26, 2001

BERLACK, ISRAELS & LIBERMAN LLP

By: /s/ Erica M. Ryland
Erica M. Ryland (ER-2057)
A Member of the Firm

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of Unsecured Creditors